RESOLUTION NO. 1811

A RESOLUTION OF THE BOARD OF SUPERVISORS OF YAVAPAI COUNTY, ARIZONA APPROVING THE PROCEEDINGS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF YAVAPAI REGARDING THE ISSUANCE OF ITS NOT TO EXCEED $10,000,000 EDUCATION REVENUE BONDS (ARIZONA AGRIBUSINESS AND EQUINE CENTER, INC. PROJECT), IN ONE OR MORE SERIES

WHEREAS, The Industrial Development Authority of the County of Yavapai (the "*Authority*"), pursuant to the Industrial Development Financing Act, Title 35, Chapter 5, Arizona Revised Statutes, as amended (the "*Act*"), is authorized to issue and sell its Education Revenue Bonds (Arizona Agribusiness and Equine Center, Inc. Project), in one or more series (the "*Bonds*"), the proceeds of which are to be loaned to Arizona Agribusiness and Equine Center, Inc. (the "Borrower"), a duly organized and validly existing Arizona nonprofit corporation operating exclusively for charitable and education purposes as a charter school under the Charter School Act, Arizona Revised Statutes, Title 15, Article 1, Chapter 8, as amended (the "*Charter School Act*"), for the purpose of (a) financing the costs of acquiring, constructing, improving and equipping land and buildings to be used as charter school facilities to be located in Phoenix, Arizona (b) funding of a debt service reserve fund as set forth in the Trust Indenture (as defined below), (c) paying capitalized interest on the Bonds, and (d) paying certain issuance expenses relating to the Bonds (collectively, the "*Project*"); and

WHEREAS, on November 14, 2012, the Authority resolved to issue the Bonds in one or more series and in an aggregate amount not to exceed $10,000,000 (the "*Authority's Resolution*"), such issuance being conditioned upon, among other things, the granting of approval to the issuance of the Bonds by the Yavapai County Board of Supervisors; and

WHEREAS, the Authority's Resolution authorizes, among other things, the issuance of the Bonds, the execution and delivery of (i) the Second Supplemental Indenture of Trust, between the Authority and Zions First National Bank (as successor in trust to The Bank of New York Trust Company National Association, as successor to J.P. Morgan Trust Company National Association, as trustee, hereinafter, the "*Trustee*") (together with the Indenture of Trust, dated as of October 1, 2004, as supplemented by the First Supplemental Indenture of Trust dated as of February 1, 2011, the "*Trust Indenture*"), (ii) the Loan Agreement Supplement No. 2 and Promissory Note relating to the Bonds, (together with the Loan Agreement dated as of October 1, 2004, as supplemented by Loan Agreement Supplement No. 1, dated as of February 1, 2011, the "*Loan Agreement*") among the Authority and the Borrower, and (iii) such other documents as required for the issuance of the Bonds; and

WHEREAS, the terms, maturities, provisions for redemption, security and sources of payment for the Bonds are set forth in the Loan Agreement, the Trust Indenture and the form of Bonds itself; and

WHEREAS, in accordance with Section 35-721.B of the Act, the proceedings of the Authority under which the Bonds are to be issued require the approval of the Board of Supervisors of the issuance of the Bonds; and

WHEREAS, this Board has presented to it information regarding the Bonds and is further informed and advised with regard to the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF YAVAPAI COUNTY, ARIZONA, as follows:

1. Pursuant to the Act, the Board of Supervisors, as the governing body of the Authority, hereby approves the Bonds and the proceedings under which the Bonds are to be issued by the Authority, including specifically the resolution described above, the Loan Agreement, the Trust Indenture and all other related or appropriate documents.

2. This Resolution shall be in full force and effect from and after its passage as provided by law, and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded.

3. The appropriate officers of the Yavapai County Board of Supervisors are hereby authorized and directed to do all such things and to execute and deliver all such documents on behalf of Yavapai County as may be necessary or desirable to effectuate the intent of this Resolution and the Authority's Resolution in connection with the issuance of the Bonds.

PASSED, ADOPTED AND APPROVED by the Board of Supervisors of Yavapai County, Arizona this 3rd day of December, 2012.

Thomas Thurman, Chair
YAVAPAI COUNTY BOARD OF SUPERVISORS

ATTEST:

Ana Wayman-Trujillo, Clerk
YAVAPAI COUNTY BOARD OF SUPERVISORS